

RECORDATION NO. 26038-A FILED

DEC 19 '05 11-27 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 16, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of December 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: Wells Fargo Equipment Finance, Inc.
Investors Building, Suite 700
733 Marquette Avenue
Minneapolis, Minnesota 55402

Mr. Vernon A. Williams
December 16, 2005
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A description of the railroad equipment covered by the enclosed document is:

101 covered hopper cars: AEX 10692- AEX 10792.

A short summary of the document to appear in the index is:

Memorandum of Assignment Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

Memorandum of
Assignment Agreement

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 7th day of December, 2005, by and between The Andersons, Inc., a Ohio corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Full Service Lease Agreement Rider, Rider #200101-BNAR18 (Deal #R00811) dated August 25, 2005 to Full Service Lease Agreement #200101-BNA dated April 2, 2002 and made effective as of September 21, 2001, between Assignor, as Lessor and Bunge North America, Inc., as Lessee for the One-Hundred-One (101) Used 5700 Cubic Foot Covered Grain Hopper Railcars built in 1967 bearing the railroad reporting markings set forth on Schedule A attached hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 7, 2005

The Andersons, Inc.

By: Cary Smith
Title: Vice President, Finance &
Treasurer

Wells Fargo Equipment Finance, Inc.

By: Maureen Casey
Title: AVP

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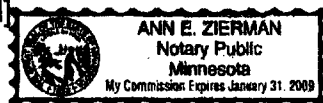
DEC 19 '05 11-27 AM

SURFACE TRANSPORTATION BOARD

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 11th day of December, 2005 before me personally appeared, Jacqueline P. Barragan to me personally known, who being by me duly sworn, says that s/he is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



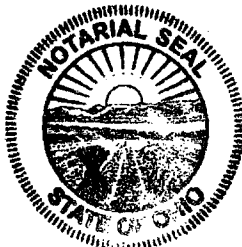
Ann E. Zierman
Notary Public

My commission expires: January 31, 2009

STATE OF OHIO
COUNTY OF LUCAS

On this 14th day of December, 2005 before me personally appeared, Gary Smith to me personally known, who being by me duly sworn, says that s/he is the Vice President, Finance & Treasurer of The Andersons, Inc., a(n) Ohio corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Judy A. Baldwin
Notary Public

My commission expires: 02/01/2010

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

Lessee: The Andersons, Inc.

One-Hundred-One (101) Used 5700 Cubic Foot Covered Grain Hopper Railcars built in 1967 with the following markings:

| | | | | |
|--------------|--------------|--------------|--------------|---------------|
| 1 AEX 10692 | 22 AEX 10713 | 42 AEX 10733 | 62 AEX 10753 | 82 AEX 10773 |
| 2 AEX 10693 | 23 AEX 10714 | 43 AEX 10734 | 63 AEX 10754 | 83 AEX 10774 |
| 3 AEX 10694 | 24 AEX 10715 | 44 AEX 10735 | 64 AEX 10755 | 84 AEX 10775 |
| 4 AEX 10695 | 25 AEX 10716 | 45 AEX 10736 | 65 AEX 10756 | 85 AEX 10776 |
| 5 AEX 10696 | 26 AEX 10717 | 46 AEX 10737 | 66 AEX 10757 | 86 AEX 10777 |
| 6 AEX 10697 | 27 AEX 10718 | 47 AEX 10738 | 67 AEX 10758 | 87 AEX 10778 |
| 7 AEX 10698 | 28 AEX 10719 | 48 AEX 10739 | 68 AEX 10759 | 88 AEX 10779 |
| 8 AEX 10699 | 29 AEX 10720 | 49 AEX 10740 | 69 AEX 10760 | 89 AEX 10780 |
| 9 AEX 10700 | 30 AEX 10721 | 50 AEX 10741 | 70 AEX 10761 | 90 AEX 10781 |
| 10 AEX 10701 | 31 AEX 10722 | 51 AEX 10742 | 71 AEX 10762 | 91 AEX 10782 |
| 11 AEX 10702 | 32 AEX 10723 | 52 AEX 10743 | 72 AEX 10763 | 92 AEX 10783 |
| 12 AEX 10703 | 33 AEX 10724 | 53 AEX 10744 | 73 AEX 10764 | 93 AEX 10784 |
| 13 AEX 10704 | 34 AEX 10725 | 54 AEX 10745 | 74 AEX 10765 | 94 AEX 10785 |
| 14 AEX 10705 | 35 AEX 10726 | 55 AEX 10746 | 75 AEX 10766 | 95 AEX 10786 |
| 15 AEX 10706 | 36 AEX 10727 | 56 AEX 10747 | 76 AEX 10767 | 96 AEX 10787 |
| 16 AEX 10707 | 37 AEX 10728 | 57 AEX 10748 | 77 AEX 10768 | 97 AEX 10788 |
| 17 AEX 10708 | 38 AEX 10729 | 58 AEX 10749 | 78 AEX 10769 | 98 AEX 10789 |
| 18 AEX 10709 | 39 AEX 10730 | 59 AEX 10750 | 79 AEX 10770 | 99 AEX 10790 |
| 19 AEX 10710 | 40 AEX 10731 | 60 AEX 10751 | 80 AEX 10771 | 100 AEX 10791 |
| 20 AEX 10711 | 41 AEX 10732 | 61 AEX 10752 | 81 AEX 10772 | 101 AEX 10792 |
| 21 AEX 10712 | | | | |



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/16/05



Robert W. Alvord